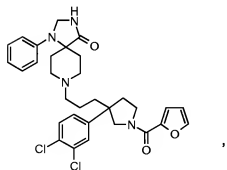
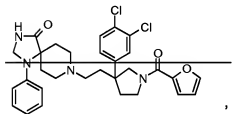
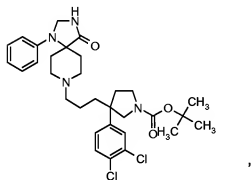


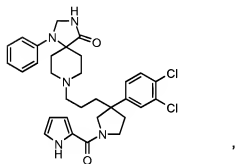
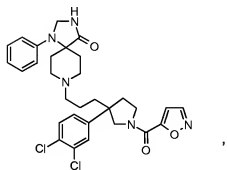
Amendments To The Claims:

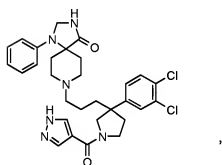
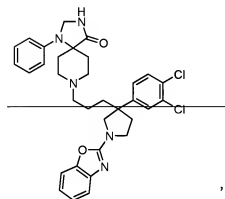
This listing of claims will replace all prior versions, and listings, of claims in the application:

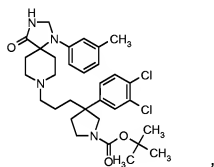
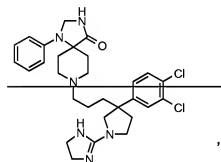
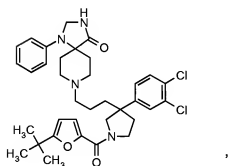
In the Claims:

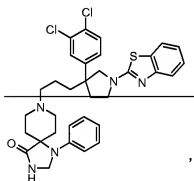
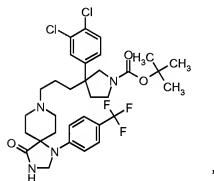
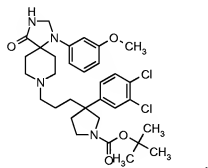
1. (Cancelled).
2. (Currently Amended) A compound or salt thereof selected from the group consisting of

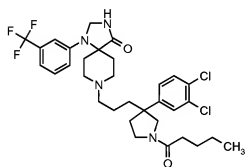
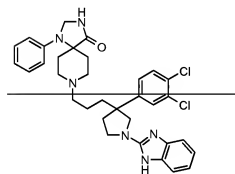
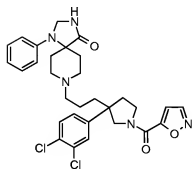


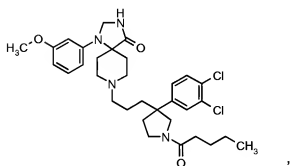
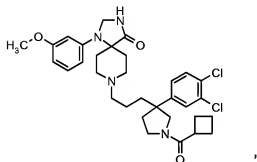
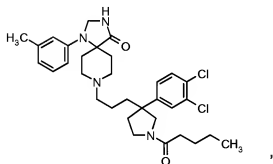
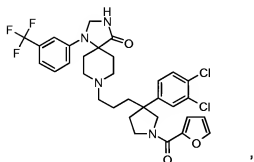


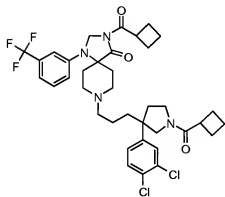
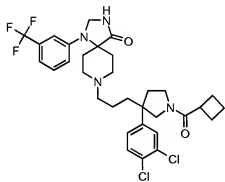
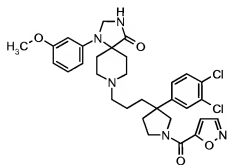


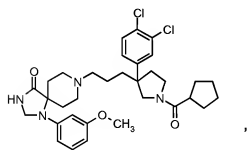
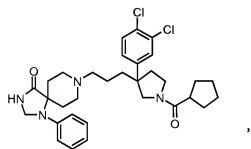
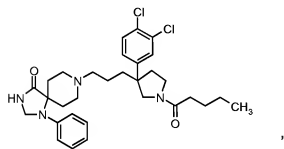
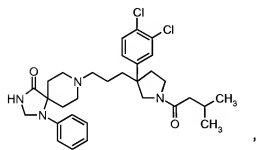


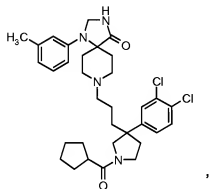
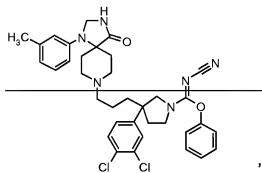
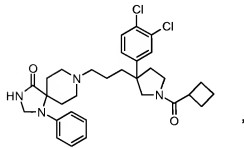


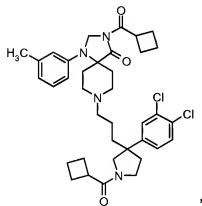
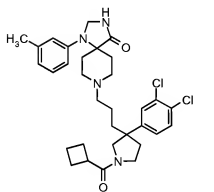
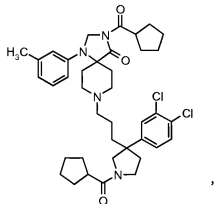


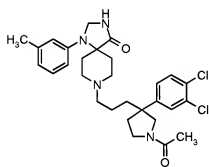
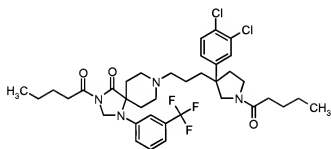
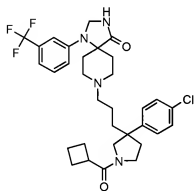


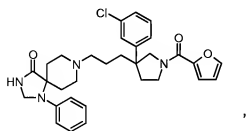
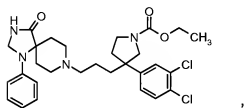
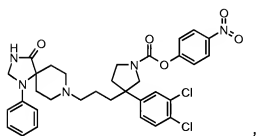
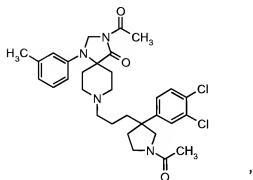


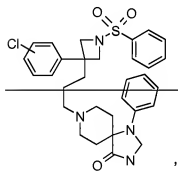
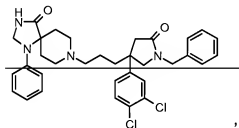
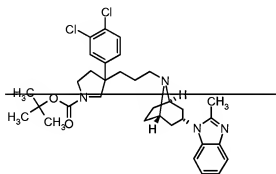
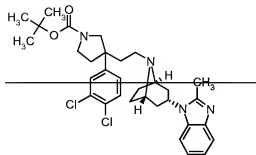


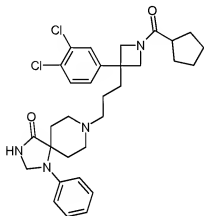
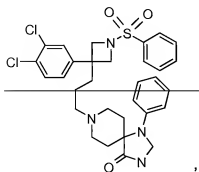




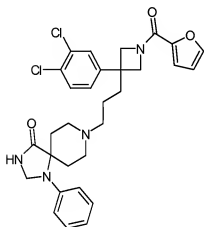








, and



3. (Currently amended) A compound selected from the group consisting of
tert-butyl 3-(3,4-dichlorophenyl)-3-[3-(4-oxo-1-phenyl-1,3,8-triazaspiro[4.5]dec-8-yl)propyl]pyrrolidine-1-carboxylate;
8-[3-[3-(3,4-dichlorophenyl)-1-(2-furoyl)pyrrolidin-3-yl]propyl]-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;
8-[3-[3-(3,4-dichlorophenyl)-1-(isoxazol-5-ylcarbonyl)pyrrolidin-3-yl]propyl]-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[3-(3,4-dichlorophenyl)-1-(1H-pyrrol-2-ylcarbonyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[3-(3,4-dichlorophenyl)-1-pentanoylpyrrolidin-3-yl]propyl}-1-[3-(trifluoromethyl)phenyl]-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[3-(3,4-dichlorophenyl)-1-(2-furoyl)pyrrolidin-3-yl]propyl}-1-[3-(trifluoromethyl)phenyl]-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[1-(cyclobutylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-[3-(trifluoromethyl)phenyl]-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[3-(3,4-dichlorophenyl)-1-pentanoylpyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[1-(cyclopentylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[1-(cyclobutylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[1-(cyclobutylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-(3-methylphenyl)-1,3,8-triazaspiro[4.5]decan-4-one;

3-acetyl-8-{3-[1-acetyl-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-(3-methylphenyl)-1,3,8-triazaspiro[4.5]decan-4-one;

8-{3-[1-(1,3-benzoxazol-2-yl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]propyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-(2-[[3-(3,4-dichlorophenyl)-1-(2-furoyl)pyrrolidin-3-yl]oxy]ethyl)-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-(2-[[1-(cyclopentylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]oxy]ethyl)-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-(2-[[1-acetyl-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]oxy]ethyl)-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

8-(2-[[3-(3,4-dichlorophenyl)-1-(phenylsulfonyl)pyrrolidin-3-yl]oxy]ethyl)-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

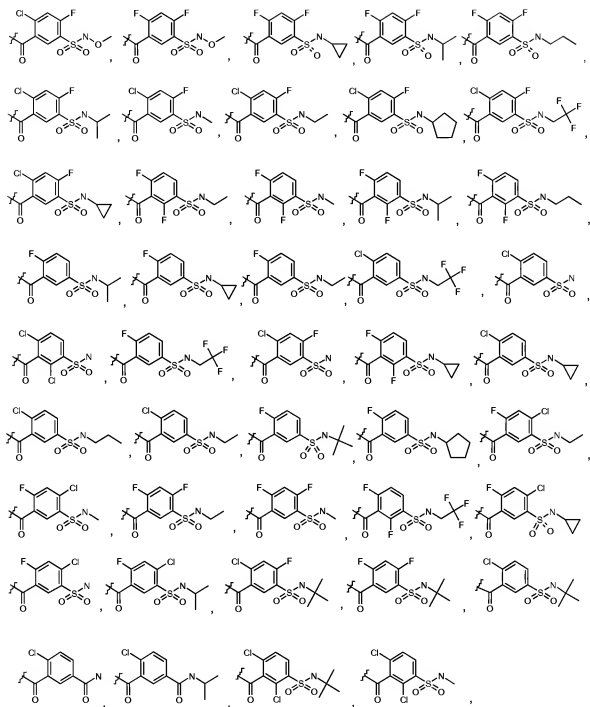
8-(2-[[3-(3,4-dichlorophenyl)-1-(2-furoyl)pyrrolidin-3-yl]oxy]ethyl)-1-(3-methoxyphenyl)-1,3,8-triazaspiro[4.5]decan-4-one;

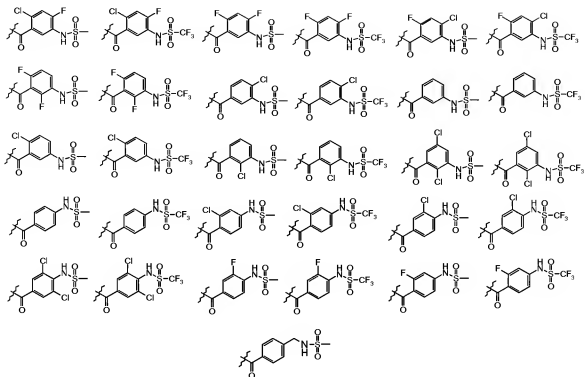
8-(2-[[1-(cyclopentylcarbonyl)-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]oxy]ethyl)-1-(3-methoxyphenyl)-1,3,8-triazaspiro[4.5]decan-4-one; and

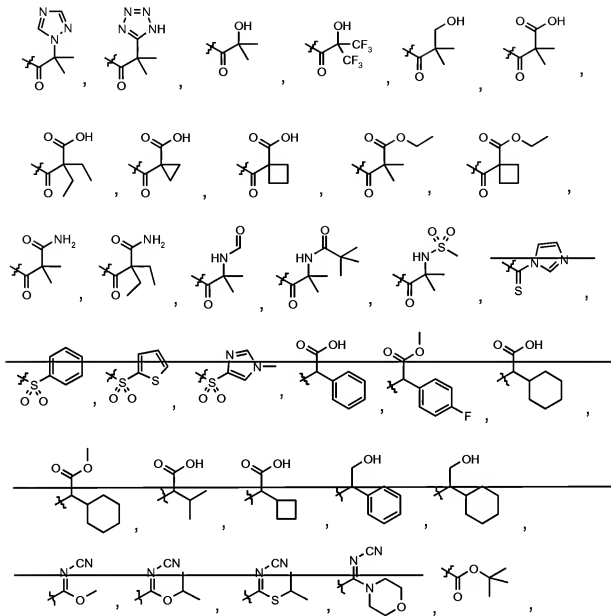
8-(2-[[1-acetyl-3-(3,4-dichlorophenyl)pyrrolidin-3-yl]oxy]ethyl)-1-(3-methoxyphenyl)-1,3,8-triazaspiro[4.5]decan-4-one; and

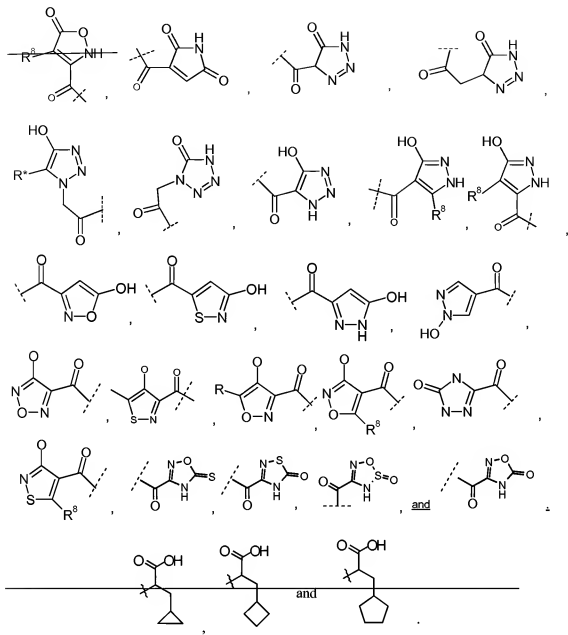
8-(2-[[3-(3,4-dichlorophenyl)-1-(phenylsulfonyl)pyrrolidin-3-yl]oxy]ethyl)-1-(3-methoxyphenyl)-1,3,8-triazaspiro[4.5]decan-4-one.

4. (Currently Amended) The compound of claim 4 48 wherein the B ring is pyrrolidine.
5. (Original) The compound of claim 4 wherein R⁹ is H.
6. (Cancelled).
7. (Currently Amended) The compound of claim 4 48 wherein R¹ is aryl or a substituted aryl.
8. (Original) The compound of claim 7 wherein R¹ is phenyl mono- or di- substituted with halogen.
9. (Original) The compound of claim 8 wherein R¹ is phenyl di-substituted with Cl.
10. (Currently Amended) The compound of claim 4 48 wherein -(Y)_m-R³ is selected from the group consisting of

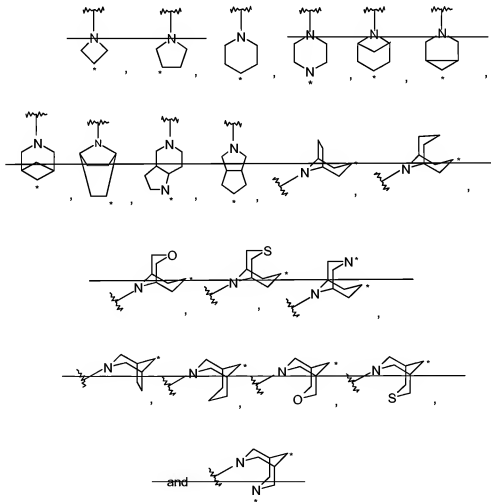






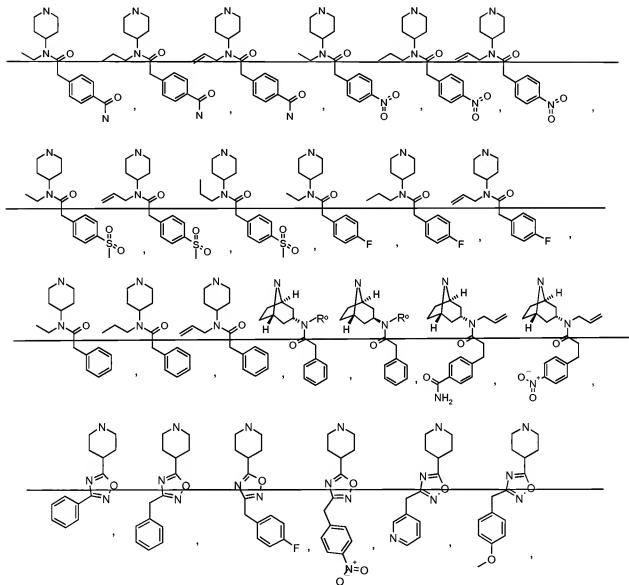


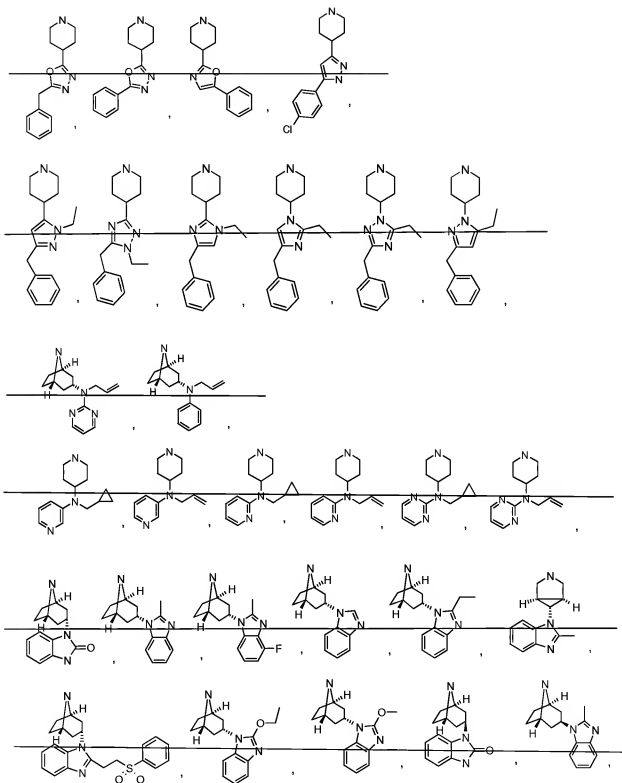
12. (Currently Amended) The compound of claim 4 ~~48~~ wherein m is 1, Y is $-\text{C}(\text{O})-$, and R^3 is either aryl or heteroaryl, wherein said aryl or heteroaryl is optionally substituted, with an optionally substituted alkyl, or an optionally substituted cycloalkyl.
13. (Cancelled).
14. (Cancelled).
15. (Currently Amended) The compound of claim 4 ~~48~~ wherein m is 1, Y is $-\text{C}(\text{O})\text{O}-$, and R^3 is optionally substituted alkyl or optionally substituted aryl.
- 16.-24. (Cancelled).
25. (Currently Amended) The compound of claim 4 ~~48~~ wherein the A ring, with an asterisk indicating the point of substitution, is ~~selected from the group consisting of~~

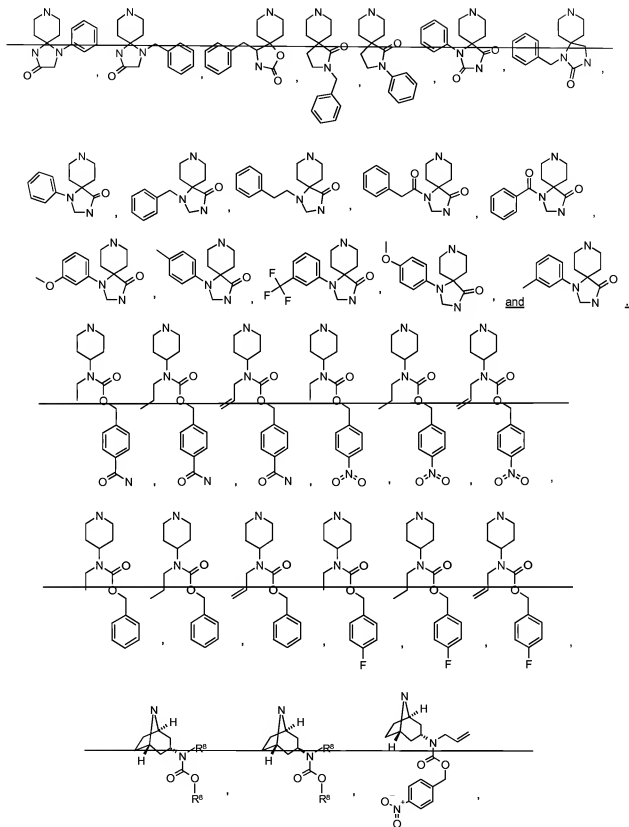


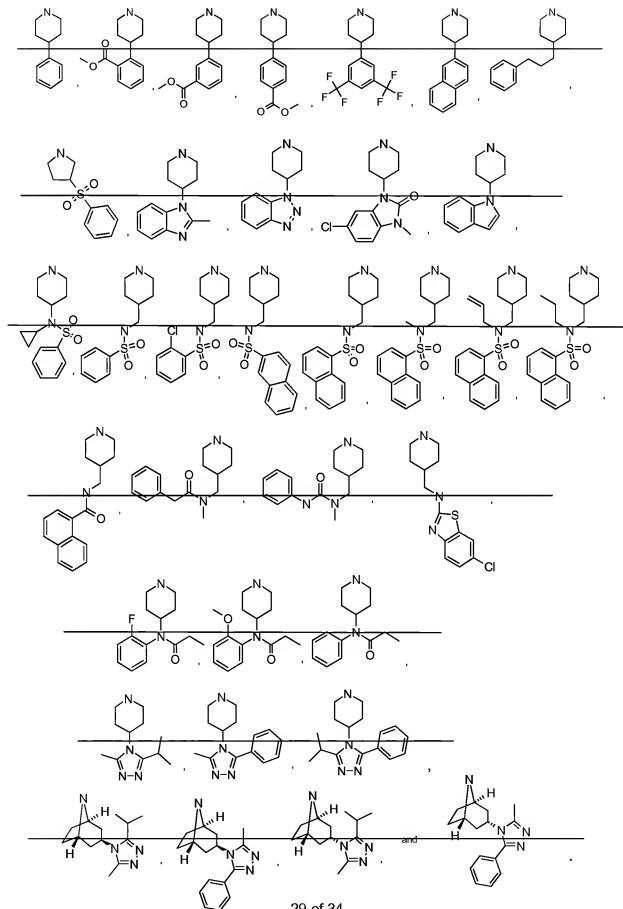
26.- 28. (Cancelled).

29. (Currently amended) The compound of claim 27 ~~48~~ wherein the A ring ring in combination with R² is selected from the group consisting of[.]









30.- 42. (Cancelled).

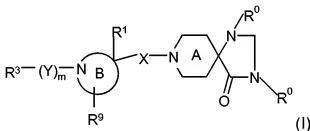
43. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically effective amount of a compound according to ~~claims 1-30~~ claim 48 together with a pharmaceutically acceptable carrier.

44. (Currently Amended) The pharmaceutical composition according to claim ~~42~~ 43 in the form of a tablet or capsule.

45. (Currently Amended) The pharmaceutical composition according to claim ~~42~~ 43 in the form of a liquid.

46. - 47. (Cancelled).

48. (New) A compound of formula (I)



and pharmaceutically acceptable derivatives thereof, wherein

X is (CH₂)₃;

Ring A is a saturated, 6-membered monocyclic ring having one ring nitrogen;

Ring B is a saturated 4 or 5 membered ring containing the depicted ring nitrogen;

R¹ is a phenyl or a phenyl substituted with mono- or di- halogen;

Y is -C(O)- or -C(O)-O, and m is 1;

R³ is H, -N(R⁰)₂, -N(R⁰)C(O)R⁰, -CN, halogen, CF₃, alkyl optionally substituted by one or more groups selected from R⁷ or -S-aryl optionally substituted by -(CH₂)₁₋₆-N(R⁰)SO₂(R⁰), alkenyl optionally substituted by one or more groups selected from R⁷ or -S-aryl optionally substituted by -(CH₂)₁₋₆-N(R⁰)SO₂(R⁰), alkynyl optionally substituted by one or more groups selected from R⁷ or -S-aryl optionally substituted by -(CH₂)₁₋₆-N(R⁰)SO₂(R⁰), cycloalkyl or carbocyclidyl optionally substituted by one or more R⁸, aryl optionally substituted by one or more R⁶, heteroaryl optionally substituted by one or more R⁶, or heterocyclidyl optionally substituted by one or more R⁸;

each R⁶ is independently selected from the group consisting of halogen, -CF₃, -OCF₃,

-OR⁰, -(CH₂)₁₋₆-OR⁰, -SR⁰, -(CH₂)₁₋₆-SR⁰, -SCF₃, -R⁰, methylenedioxy, ethylenedioxy, -NO₂, -CN, -(CH₂)₁₋₆-CN, -N(R⁰)₂, -(CH₂)₁₋₆-N(R⁰)₂, -NR⁰C(O)R⁰, -NR⁰(CN), -NR⁰C(O)N(R⁰)₂, -NR⁰C(S)N(R⁰)₂, -NR⁰CO₂R⁰, -NR⁰NR⁰C(O)R⁰, -NR⁰NR⁰C(O)N(R⁰)₂, -NR⁰NR⁰CO₂R⁰, -C(O)C(O)R⁰, -C(O)CH₂C(O)R⁰, -(CH₂)₀₋₆CO₂R⁰, -O-C(O)R⁰, -C(O)R⁰, -C(O)N(R⁰)N(R⁰)₂, -C(O)N(R⁰)₂, -C(O)N(R⁰)OH, -C(O)N(R⁰)SO₂R⁰, -OC(O)N(R⁰)₂, -S(O)R⁰, -S(O)_t-OR⁰, -S(O)_tN(R⁰)C(O)R⁰, -S(O)_tN(R⁰)OR⁰, -NR⁰SO₂N(R⁰)₂, -NR⁰SO₂R⁰, -C(=S)N(R⁰)₂, -C(=NH)-N(R⁰)₂, -(CH₂)₁₋₆-C(O)R⁰, -C(=N-OR⁰)-N(R⁰)₂, -O-(CH₂)₀₋₆-SO₂N(R⁰)₂, -(CH₂)₁₋₆-NHC(O)R⁰, and -SO₂N(R⁰)₂ wherein the two R's on the same nitrogen are optionally taken together to form a 5-8 membered saturated, partially saturated, or aromatic ring having additional 0-4 heteroatoms selected from oxygen, phosphorus, nitrogen, or sulfur;

each R⁷ is independently selected from the group consisting of halogen, -CF₃, -R⁰, -OR⁰, -OCF₃, -(CH₂)₁₋₆-OR⁰, -SR⁰, -SCF₃, -(CH₂)₁₋₆-SR⁰, aryl optionally substituted by R⁶, methylenedioxy, ethylenedioxy, -NO₂, -CN, -(CH₂)₁₋₆-CN, -N(R⁰)₂, -(CH₂)₁₋₆-N(R⁰)₂, -NR⁰C(O)R⁰, -NR⁰(CN), -NR⁰C(O)N(R⁰)₂, -N(R⁰)C(S)N(R⁰)₂, -NR⁰CO₂R⁰, -NR⁰NR⁰C(O)R⁰, -NR⁰NR⁰C(O)N(R⁰)₂, -NR⁰NR⁰CO₂R⁰, -C(O)C(O)R⁰, -C(O)CH₂C(O)R⁰, -(CH₂)₀₋₆-CO₂R⁰, -C(O)R⁰, -C(O)N(R⁰)N(R⁰)₂, -C(O)N(R⁰)₂, -C(O)N(R⁰)OH, -OC(O)R⁰, -C(O)N(R⁰)SO₂R⁰, -OC(O)N(R⁰)₂, -S(O)_tR⁰, -S(O)_t-OR⁰, -S(O)_tN(R⁰)C(O)R⁰, -S(O)_tN(R⁰)OR⁰, -NR⁰SO₂N(R⁰)₂, -NR⁰SO₂R⁰, -C(=S)N(R⁰)₂, -C(=NH)-N(R⁰)₂, -(CH₂)₁₋₆-C(O)R⁰, -C(=N-OR⁰)-N(R⁰)₂, -O-(CH₂)₀₋₆-SO₂N(R⁰)₂, -(CH₂)₁₋₆-NHC(O)R⁰, and -SO₂N(R⁰)₂ wherein the two R's on the same nitrogen are optionally taken together to form a 5-8 membered saturated, partially saturated, or aromatic ring having additional 0-4 heteroatoms selected from oxygen, phosphorus, nitrogen, or sulfur;

each R⁸ is independently selected from R⁷, =O, =S, =N(R⁰), and =N(CN);

R⁹ is H;

each R⁰ is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, carbocyclylalkyl, aryl, heteroaryl, aralkyl, heteroaralkyl, heterocyclyl, and heterocyclylalkyl, wherein each member of R⁰ except H is

optionally substituted by one or more R^* , OR^* , $N(R^*)_2$, $=O$, $=S$, halo, CF_3 , NO_2 , CN , $-C(O)R^*$, $-CO_2R^*$, $-C(O)-aryl$, $-C(O)-heteroaryl$, $-C(O)-aralkyl$, $-S(O)_l-aryl$, $-S(O)_l-heteroaryl$, $-NR^*SO_2R^*$, $-NR^*C(O)R^*$, $-NR^*C(O)N(R^*)_2$, $-N(R^*)C(S)N(R^*)_2$, $-NR^*CO_2R^*$, $-NR^*NR^*C(O)R^*$, $-NR^*NR^*C(O)N(R^*)_2$, $-NR^*NR^*CO_2R^*$, $-C(O)C(O)R^*$, $-C(O)CH_2C(O)R^*$, $-C(O)N(R^*)N(R^*)_2$, $-C(O)N(R^*)_2$, $-C(O)NR^*SO_2R^*$, $-OC(O)N(R^*)_2$, $-S(O)_lR^*$, $-NR^*SO_2N(R^*)_2$, $-SO_2N(R^*)_2$ wherein the two R^* 's on the same nitrogen are optionally taken together to form a 5-8 membered saturated, partially saturated or aromatic ring having additional 0-4 heteroatoms selected from oxygen, phosphorus, nitrogen or sulfur; each R^* is independently H, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, or heteroaryl.